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January 11, 2007

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DATE STAMP & RETURN

VIA COURIER

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Wireline Competition Bureau – CPD – 214 Appls.  
P.O. Box 358145  
Pittsburgh, PA 15251-5145

Re: Application of OPEX Communications, Inc. for a Transfer of Control of  
an Authorized Domestic and International Carrier

Dear Ms. Dortch:

OPEX Communications, Inc., Total Call International, Inc. and Premiercom Management Company (collectively, "Applicants") hereby file the above-referenced application regarding a transfer of control of OPEX Communications, Inc. Enclosed please find an original and six (6) copies of the application.

Also enclosed is a completed Fee Remittance Form 159 and a check in the amount of \$965.00 to cover the requisite filing fee required for this application.

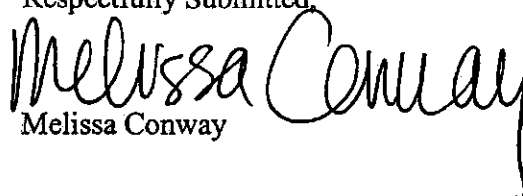
Pursuant to Section 63.04(b) of the Commission's Rules, the Applicants submit this filing as a combined international Section 214 transfer of control application and domestic Section 214 transfer of control application ("Combined Application"). The Applicants have filed the Combined Application with the International Bureau through the IBFS filing system.

**KELLEY DRYE & WARREN LLP**

Marlene H. Dortch, Secretary  
January 11, 2007  
Page Two

Please date-stamp the stamp-and-return copy upon receipt and return it to the courier. Should you have any questions with respect to this filing, please contact Melissa Conway at (202) 342-8552.

Respectfully Submitted,

  
Melissa Conway

Enclosures

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
**REMITTANCE ADVICE**

Approved by OMB  
3060-0589

Page 1 of 1

(1) LOCK BOX # <b>358145</b>			
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Kelley Drive &amp; Warren LLP</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$965.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>3050 K Street, NW, Suite 400</b>			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY <b>Washington</b>		(7) STATE <b>DC</b>	(8) ZIP CODE <b>20007</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>202-342-8552</b>		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) <b>0013351895</b>			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME <b>OPEX Communications, Inc.</b>			
(14) STREET ADDRESS LINE NO. 1 <b>500 East Higgins Road, Suite 200</b>			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY <b>Elk Grove Village</b>		(17) STATE <b>IL</b>	(18) ZIP CODE <b>60007</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>(847) 545-9000</b>		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) <b>0000 0243 98</b>			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY	
(26A) FEE DUE FOR (PTC) <b>\$965.00</b>	(27A) TOTAL FEE <b>\$965.00</b>		
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1		(29B) FCC CODE 2	
<b>SECTION D - CERTIFICATION</b>			
CERTIFICATION STATEMENT I, <u>Melissa Conway</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Melissa Conway</u>		DATE <u>1/11/07</u>	
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

<b>In the Matter of</b>	)	
	)	
<b>OPEX COMMUNICATIONS, INC.</b>	)	<b>WC Docket No. 07-__</b>
	)	
	)	<b>File Nos. ITC-T/C-__</b>
<b>Application for Consent to Transfer</b>	)	
<b>Control of a Company Holding an</b>	)	
<b>International Authorization and Blanket</b>	)	
<b>Domestic Authorization Pursuant</b>	)	
<b>to Section 214 of the Communications Act</b>	)	
<b>of 1934, as Amended</b>	)	

**APPLICATION**

OPEX Communications, Inc. ("OPEX") (FRN: 0000-0243-98), Total Call International, Inc. ("Total Call") (FRN: 0006807309) and Premiercom Management Company ("Premiercom") (FRN: 0015938574) (collectively, "Applicants") hereby respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214 (the "Act"), and Sections 63.03, 63.04 and 63.24(e) of the Commission's Rules, 47 CFR §§ 63.03, 63.04, 63.24(e), for the transfer of control of OPEX as a result of the acquisition of 100% of the issued and outstanding shares of capital stock of OPEX by Total Call.

The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(i), because: (1) post-close, OPEX (including any affiliates, as that term is defined in Section 3(1) of the Act) will have a market share of less than 10 percent in the interstate, interexchange market,

and will provide competitive services exclusively in areas served by a dominant local carrier not a party to the transaction, and (2) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service. This Application also qualifies for streamlined treatment under Section 63.12 because, in accordance with Section 63.12(c): (1) post-close, OPEX will not be affiliated with any foreign carrier, (2) OPEX is not affiliated with any dominant U.S. carrier whose international switched or private line services OPEX seeks authority to resell, nor will OPEX be so affiliated post-close, and (3) none of the other provisions contained in Section 63.12(c) of the Commission's Rules, 47 C.F.R. §63.12, apply.

## **I. PARTIES TO THE TRANSACTION**

### **A. Total Call International, Inc.**

Total Call International, Inc. is a privately-held California corporation with its headquarters at 707 Wilshire Boulevard, 12<sup>th</sup> Floor, Los Angeles, California 90017, (213) 995-9700. Since 1999, Total Call has been a provider of telecommunications services to business and residential customers nationwide. Total Call is a long distance reseller offering customers traditional long distance service, dial-up and DSL Internet service, VoIP, prepaid calling card and wireless services. The following U.S. citizens hold 10% or more of the outstanding stock of Total Call: Mr. Mark Leafstedt (70%) and Mr. Daniel Ing (21.6%). Each of these shareholders are in the telecommunications business and can be located at 707 Wilshire Boulevard, 12<sup>th</sup> Floor, Los Angeles, CA 90017. No other person or entity holds 10% or more of the outstanding stock of Total Call. Total Call has one (1) affiliate that offers resold wireless telecommunications services: Total

Call Mobile, Inc. ("Total Call Mobile"). Total Call Mobile provides resold wireless services nationwide.

Total Call provides resold long distance telecommunications services nationwide. Total Call is also authorized by the Federal Communications Commission ("FCC") to provide domestic interstate and facilities-based and resold international telecommunications services pursuant to File No. ITC-214-20000121-00036, granted February 23, 2000. Total Call's authorization is not affected by the Transaction described herein.

**B. OPEX Communications, Inc. and Premiercom Management Company**

OPEX Communications, Inc. is an Illinois corporation with its headquarters at 500 East Higgins Road, Suite 200, Elk Grove Village, Illinois 60007, (847) 545-9000. Established in 1998, OPEX has been a provider of telecommunications services to business and residential customers nationwide. OPEX is a long distance reseller offering customers traditional long distance service, toll-free calling, calling card, mobile and fixed wireless, dial-up and dedicated Internet access, VoIP, conference calling and other Internet-based services. OPEX is 100% wholly owned by Premiercom Management Company, a privately-held Illinois corporation that functions as a holding company and is located at 500 East Higgins Road, Suite 200, Elk Grove Village, Illinois 60007. The following U.S. citizens hold 10% or more of the outstanding stock of Premiercom: Mr. Tom Jacobs (33.3%), Mr. John Wonak (33.3%) and Mr. Sean Trepeta (26.7%). All of these shareholders are in the telecommunications business and can be located at 500 East Higgins Road, Suite 200, Elk Grove Village, Illinois 60007. No other person or entity

holds 10% or more of the outstanding stock of Premiercom. OPEX does not have any affiliates that offer domestic or international telecommunications services.

OPEX provides resold long distance telecommunications services nationwide. OPEX is also authorized to provide resold local telecommunications services in Kentucky, North Carolina, New Jersey and Wisconsin. OPEX is authorized by the FCC to provide domestic interstate resold international telecommunications services pursuant to File No. ITC-214-19981013-00700, granted November 27, 1998.

## **II. DESCRIPTION OF THE TRANSACTION**

Pursuant to the terms of a Stock Purchase Agreement ("Agreement") dated January 10, 2007, between Total Call and Premiercom, Total Call will purchase from Premiercom all of the issued and outstanding shares of capital stock of OPEX for a note and cash (the "Transaction"). As a result, OPEX will become a direct, wholly-owned subsidiary of Total Call. The closing of the Transaction will be contingent upon the receipt of the required regulatory approvals, among other things.

The proposed Transaction does not involve the transfer of any operating authority, assets, or customers. Total Call's ownership, operations and customers will not be affected by the Transaction. Although OPEX's ownership will change, its operations and customers likewise will not be affected by the Transaction. Immediately following the closing, OPEX will continue to offer to its customers the same services at the same rates, terms and conditions as at present pursuant to existing authorizations, tariffs, contracts, and published rates and charges. Accordingly, the contemplated Transaction will be generally transparent to consumers. The only change will be that OPEX will be owned

by Total Call. The Transaction is not expected to result in any discontinuance of service for any customer.

OPEX will continue to have the managerial, technical and financial qualifications necessary to provide quality telecommunications services to consumers, supported by the significant resources of Total Call. The combined company will continue to assess the benefits of post-close consolidations, market coverage and/or mergers of the operating entities. When and if the combined company determines that it will pursue such plans, it will seek all appropriate regulatory approvals.

### **III. PUBLIC INTEREST STATEMENT**

The proposed Transaction will serve the public interest. After consummation of the Transaction, OPEX and Total Call will continue to offer services under the same names and operating authorities as at present. The Transaction involves no change in the entities offering service to consumers, or the services, rates, terms and conditions of such service. Any future changes will be made in accordance with applicable Commission requirements. The Transaction will be transparent to consumers and will not have any adverse impact on them. The only change will be in the ownership of OPEX.

Further, the Transaction will serve the public interest because consumers will benefit from the operation of two strong telecommunications providers under one umbrella company. Both OPEX and Total Call share a similar serving strategy and focus on customer service. The combination of these companies will increase the scope of each of the existing companies and should enable the companies to compete more effectively in the highly competitive market for telecommunications services. The companies will benefit from increased economies of scale that will permit them to operate more



efficiently and thus realize substantial financial synergies that should enable them to increase their operating income and free cash flow. Given the difficulties with which the competitive telecommunications industry is now struggling, the enhancement of OPEX and Total Call in this manner would benefit consumers.

Finally, the proposed Transaction does not present any anticompetitive issues. OPEX and Total Call will continue to compete with the combined Verizon/MCI and AT&T/SBC/BellSouth as well as other CLECs and IXC's in the long distance market. In the geographic markets in which the operations of OPEX and Total Call overlap, the combined market share in the interexchange market is less than 10 percent. There are a number of other competitors operating in each market, as well as the incumbent carrier, which in each market controls a substantial share.

**IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES**

In support of this Application, the Applicants submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18:

(a) Name, address and telephone number of the parties:

OPEX Communications, Inc. (licensee)  
500 East Higgins Road, Suite 200  
Elk Grove Village, Illinois 60007  
(847) 545-9000

Premiercom Management Company (transferor)  
500 East Higgins Road, Suite 200  
Elk Grove Village, Illinois 60007  
(847) 545-9000

Total Call International, Inc. (transferee)  
707 Wilshire Boulevard, 12<sup>th</sup> Floor  
Los Angeles, California 90017  
(213) 995-9700

(b) OPEX is a corporation organized under the laws of Illinois. Premiercom is a corporation organized under the laws of Illinois. Total Call is a corporation organized under the laws of California.

- (c) Correspondence concerning this Application should be sent to:

For OPEX	For Total Call
<p>Patrick Crocker, Esq. Early, Lennon, Crocker and Bartosiewicz, PLC 900 Comerica Building Kalamazoo, MI 49007 (269) 381-8844</p> <p>Counsel for OPEX</p> <p>With copies to:</p> <p>John Wonak CFO OPEX Communications, Inc. 500 East Higgins Road Suite 200 Elk Grove Village, Illinois 60007 (847) 545-9000</p>	<p>Danny Adams, Esq. Melissa Conway, Esq. Kelley Drye &amp; Warren LLP 3050 K Street, Suite 400 Washington, D.C. 20007-5108 (202) 342-8552</p> <p>Counsel for Total Call</p> <p>With copies to:</p> <p>Mark Leafstedt CEO Total Call International, Inc. 707 Wilshire Blvd., 12<sup>th</sup> Floor Los Angeles, CA 90017 (213) 995-9700</p>

- (d) OPEX holds an international Section 214 license, FCC File No. ITC-214-19981013-00700, granted November 27, 1998, to provide global or limited global resale international service. Total Call holds an international Section 214 license, FCC File No. ITC-214-20000121-0036, granted February 23, 2000, to provide global or limited global facilities-based and resale international service. Total Call's ownership is not changing as a result of the Transaction. Premiercom does not hold Section 214 authority.
- (h) Following consummation of the Transaction, Total Call, a corporation formed in California, will be the 100% parent company owner of OPEX. Total Call's principal business is a telecommunications service provider. Total Call is located at 707 Wilshire Blvd., 12<sup>th</sup> Floor, Los Angeles, CA 90017. The following two (2) persons hold 10% or more of the outstanding stock of Total Call, and thus, will hold a 10% or greater ownership interest in OPEX post-consummation of the Transaction:

Mark E. Leafstedt  
Ownership: 70%  
Address: 707 Wilshire Blvd, 12<sup>th</sup> Floor  
Los Angeles, CA 90017  
Citizenship: U.S.

Daniel J. Ing  
Ownership: 21.6%  
Address: 707 Wilshire Blvd, 12<sup>th</sup> Floor  
Los Angeles, CA 90017  
Citizenship: U.S.

No other person or entity will hold a 10% or greater direct or indirect interest in OPEX under the Commission's attribution rules.

Following consummation of the proposed Transaction, there will be no interlocking directorates with any foreign carrier.

- (i) As evidenced by the signature of its authorized representative to this Application, Total Call certifies that, following consummation of the proposed Transaction, (1) neither Total Call nor OPEX will be foreign carriers, and (2) neither Total Call nor OPEX will be affiliated with any foreign carrier.
- (j) As evidenced by the signature of its authorized representative to this Application, Total Call certifies that, through its acquisition of OPEX, it does not seek to provide international telecommunications services to any destination country where, once the Transaction closes, (i) either Total Call or OPEX is a foreign carrier; (ii) either Total Call or OPEX controls a foreign carrier; (iii) any entity that owns more than 25% of Total Call or OPEX, or that controls Total Call or OPEX, controls a foreign carrier in that country; or (iv) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25% of Total Call or OPEX and are parties to, or beneficiaries of, a contractual relationship affecting the provisioning or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) As evidenced by the signature of its authorized representative to this Application, Total Call certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and that it will not enter into such agreements in the future.
- (o) As evidenced by the signatures of their authorized representatives to this Application, the Applicants certify, pursuant to Sections 1.2001 through 1.2003 of

the Commission's Rules, that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

- (p) Total Call requests streamlined processing of this Application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. This Application qualifies for streamlined treatment because (i) post-close, OPEX will not be affiliated with any foreign carrier, (ii) OPEX is not affiliated with any dominant U.S. carrier whose international switched or private line services OPEX seeks authority to resell, nor will OPEX be so affiliated post-close, and (iii) none of the other scenarios outlined in Section 63.12 (c) of the Commission's Rules apply.

**V. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES**

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 transfer of control application is provided in Exhibit A.

## VI. CONCLUSION

Based on the foregoing, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

**Total Call International, Inc.**

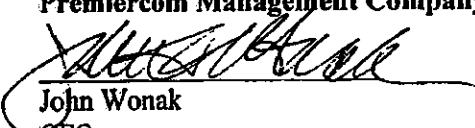
  
Mark Leafstedt  
CEO

Total Call International, Inc.  
707 Wilshire Blvd., 12<sup>th</sup> Floor  
Los Angeles, CA 90017  
(213) 995-9700

Danny E. Adams, Esq.  
Melissa Conway, Esq.  
Kelley Drye & Warren LLP  
3050 K Street NW  
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Washington, DC 20007  
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Its Counsel

**OPEX Communications, Inc. and  
Premiercom Management Company**

  
John Wonak  
CFO

OPEX Communications, Inc.  
500 East Higgins Road  
Suite 200  
Elk Grove Village, Illinois 60007  
(847) 545-9000

Patrick Crocker, Esq.  
Early, Lennon, Crocker and Bartosiewicz,  
PLC  
900 Comerica Building  
Kalamazoo, MI 49007  
(269) 381-8844

Their Counsel

Date: January 11, 2007

## **EXHIBIT A**

### **DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION**

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants provide the following information in support of its request.

#### **63.04(a)(6): Description of the Transaction**

The proposed Transaction is described in Section II of the Application.

#### **63.04(a)(7): Description of Geographic Service Area and Services in Each Area**

A description of the geographic service areas and services provided in each area is described in Section I of the Application.

#### **63.04(a)(8): Presumption of Non-Dominance and Qualification for Streamlining**

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2), because following consummation of the proposed Transaction, Total Call and affiliates (as that term is defined in Section 3(1) of the Act) will have a market share in the interstate, interexchange market of less than 10 percent, and will provide competitive services exclusively in areas served by a dominant local exchange carrier that is not party to the Transaction. Finally, neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

#### **63.04(a)(9): Other Pending Commission Applications Concerning the Proposed Transaction**

None.

**63.04(a)(10): Special Considerations**

None.

**63.04(a)(11): Waiver Requests (If Any)**

None.

**63.04(a)(12): Public Interest Statement**

The proposed transaction is in the public interest for the reasons detailed in Section III of the Application.